

W. R. GRACE & CO. & SUBSIDIARIES  
W. R. GRACE ARGENTINA SA

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	53,926	23,483
	-----	-----
Total	53,926	23,483
	=====	=====

W. R. GRACE & CO. & SUBSIDIARIES  
W. R. GRACE ARGENTINA SA

Tax Year Ended 12/31/2001

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Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	793,118	821,166
Total	793,118	821,166

09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W. R. GRACE ARGENTINA SA

Tax Year Ended 12/31/2001

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Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES		74,534
	-----	-----
Total	0	74,534
	=====	=====

W. R. GRACE & CO. & SUBSIDIARIES  
W. R. GRACE ARGENTINA SA

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	-1,305,982	-1,166,320
ACCRUED CURRENT LIABILITI	333,063	333,413
INTRA CORPORATE	-59	
INTER CORPORATE BAL. WITH	1,181,609	2,307,870
	-----	-----
Total	208,631	1,474,963
	=====	=====

**Statement Pursuant to Treasury Regulation § 1.351-3(b)**

**for**

**W. R. Grace Argentina S.A.**

**By**

**W. R. Grace & Co.**

**For the Year Ended December 31, 2001**

**EIN 65-0773649**

The following statement is submitted by W. R. Grace & Co. (the "Taxpayer") on behalf of its affiliate, W. R. Grace Argentina S.A., with respect to the December 21, 2001 transfer of cash of \$2,300,000 by W. R. Grace & Co. - Conn. ("Grace - Conn.") to W. R. Grace Argentina S.A.

**(1) Description of Property Received.**

On December 21, 2001, W. R. Grace Argentina S.A. received a contribution to its capital of \$2,300,000 from Grace - Conn.

**(2) Basis in the Hands of the Transferors.**

Grace-Conn.'s basis in the W. R. Grace Argentina S.A. interest as of the date of the transfer was \$2,300,000.

**(3) Capital Stock of Controlled Corporation.**

**(i) Total Issued and Outstanding Capital Stock Immediately Prior To and Immediately After the Exchange.**

Grace-Conn. owned 100 percent of the issued and outstanding stock of W. R. Grace Argentina S.A. both immediately prior to and immediately after the exchange. W. R. Grace Argentina S.A. issued no shares pursuant to the transfer.

**(ii) Classes of Stock and Number of Shares Issued to Each Transferor, Number of Shares of Each Class Owned by Each Transferor Immediately Prior To and Immediately After the Exchange.**

Grace-Conn. owned 100 percent of the issued and outstanding stock of W. R. Grace Argentina S.A. both immediately prior to and immediately after the exchange. W. R. Grace Argentina S.A. issued no shares pursuant to the transfer.

(iii) Fair Market Value of the Capital Stock Issued to Each Transferor.

W. R. Grace Argentina S.A. issued no shares pursuant to the transfer.

(4) Description of Controlled Corporation Securities.

(i) Securities Outstanding Immediately Prior to and Immediately After the Exchange

Grace-Conn. owned 100 percent of the issued and outstanding stock of W. R. Grace Argentina S.A. both immediately prior to and immediately after the exchange.

(ii) Securities Issued to Transferor in the Exchange.

W. R. Grace Argentina S.A. issued no shares pursuant to the exchange.

(iii) Fair Market Value Per Share of Each Class at the Date of the Exchange.

N/A

(iv) Subordination of Securities Issued in the Exchange.

N/A

(5) Money Received.

W. R. Grace Argentina S.A. did not transfer any money in the exchange.

(6) Other Property Received.

W. R. Grace Argentina S.A. did not transfer any other property to Grace - Conn. in the exchange.

(7) Liabilities Assumed by the Controlled Corporation.

W. R. Grace Argentina S.A. did not assume any liabilities in the exchange.

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and  
Where To File in the  
instructions)

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

**A Identifying number**

65-0773649

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

**B Category of filer (See instructions. Check applicable box(es)):**1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

**C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

GRACE AUSTRALIA PTY LTD

1126 SYDNEY ROAD

PAWNER VICTORIA 3060 AUSTRALIA

**b Employer identification number, if any****c Country under whose laws incorporated**

AUSTRALIA

**d Date of incorporation**

11/28/97

**e Principal place of busn.**

AUSTRALIA

**f Principal business activity  
code number**

325900

**g Principal business activity**

OTHER CHEMICAL

PRODUCT MFG

**h Functional currency**

Australian Dollar

**2 Provide the following information for the foreign corporation's accounting period stated above.****a Name, address, and identifying number of branch office or agent  
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)**c Name and address of foreign corporation's statutory or resident  
agent in country of incorporation****d Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different**

T PORTER

**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	8,700,000	8,700,000

**Part II — Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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Form 5471 (Rev. 5-2001)

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**Schedule C** **Income Statement** (See the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	1a 37,213,132.	19,092,197.
	b Returns and allowances	1b 2,976,432.	1,527,058.
	c Subtract line 1b from line 1a	1c 34,236,700.	17,565,139.
	2 Cost of goods sold	2 22,415,554.	11,500,300.
	3 Gross profit (subtract line 2 from line 1c)	3 11,821,146.	6,064,839.
	4 Dividends	4	
	5 Interest	5 -644,078.	-330,445.
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
DEDUCTIONS	8 Other income (attach schedule) SEE. STATEMENT. 1	8 107,657.	55,234.
	9 Total income (add lines 3 through 8)	9 11,284,725.	5,789,628.
	10 Compensation not deducted elsewhere	10 4,931,128.	2,529,915.
	11 Rents, royalties, and license fees	11 2,309,218.	1,184,744.
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13 487,534.	250,129.
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 409,038.	209,857.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16 5,680,870.	2,914,571.
INCOME	17 Total deductions (add lines 10 through 16)	17 13,817,788.	7,089,216.
	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 -2,533,063.	-1,299,588.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 1,837,894.	942,932.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21 -4,370,957.	-2,242,520.



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**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			0.
2 AUSTRALIA			
3			
4			
5			
6			
7			
8 Total			0.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		6,083,258.	2,280,280.
2a Trade notes and accounts receivable		4,056,934.	3,358,419.
b Less allowance for bad debts		( -30,367. )	( -2,965. )
3 Inventories		2,168,830.	2,103,937.
4 Other current assets (attach schedule) SEE STATEMENT 3		1,154,874.	590,552.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		5,424,619.	5,074,185.
b Less accumulated depreciation		(3,305,767. )	( 3,243,425. )
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)		130,622.	118,436.
11 Intangible assets:			
a Goodwill		2,113,514.	1,916,341.
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		(1,304,219. )	( 1,445,947. )
12 Other assets (attach schedule) SEE STATEMENT 4		4,437,725.	4,184,594.
13 Total assets		20,990,757.	14,940,337.
Liabilities and Stockholders' Equity			
14 Accounts payable		922,408.	1,040,942.
15 Other current liabilities (attach schedule) SEE STATEMENT 5		3,618,854.	2,826,959.
16 Loans from stockholders and other related persons		10,437,938.	4,501,175.
17 Other liabilities (attach schedule) SEE STATEMENT 6		580,357.	1,292,020.
18 Capital stock:			
a Preferred stock			
b Common stock		4,863,300.	7,754,805.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		567,900.	-2,475,564.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		20,990,757.	14,940,337.

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**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No  
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No  
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.		<b>1</b>	-4,370,957.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
a Capital gains or losses	Net Additions	Net Subtractions	
b Depreciation and amortization			
c Depletion			
d Investment or incentive allowance			
e Charges to statutory reserves			
f Inventory adjustments			
g Taxes	1,837,894.		
h Other (attach schedule)	0.	4.	
3 Total net additions	1,837,894.		
4 Total net subtractions		4.	
5a Current earnings and profits (line 1 plus line 3 minus line 4)		<b>5a</b>	-2,533,067.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		<b>5b</b>	
c Combine lines 5a and 5b		<b>5c</b>	-2,533,067.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).		<b>5d</b>	-1,299,590.
Enter exchange rate used for line 5d ▶			0.5130500

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	<b>1</b>	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	<b>2</b>	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	<b>3</b>	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	<b>4</b>	
5 Factoring income	<b>5</b>	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	<b>6</b>	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	<b>7</b>	
8 Exchange gain or (loss) on a distribution of previously taxed income.	<b>8</b>	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE AUSTRALIA PTY LTD

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	1,416,220.	2,409,364.				3,825,584.
<b>2a</b> Current year E&P						
<b>b</b> Current year deficit in E&P	2,533,067.					
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-1,116,847.	2,409,364.				
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,116,847.	2,409,364.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-1,116,847.	2,409,364.	0.	0.	0.	1,292,517.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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**SCHEDULE M**  
**(Form 5471)**  
(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ **Attach to Form 5471. See instructions for Form 5471.**

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE AUSTRALIA PTY LTD

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ **Australian Dollar 0.5130500**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .		1,614,607.	2,164,902.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .					
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	0.	1,614,607.	2,164,902.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .			141,982.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .			212,666.		
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .		427,014.			
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .		438,318.	79,107.		
<b>18</b> Add lines 10 through 17 . . . . .	0.	865,332.	433,755.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . .		9,046,630.	1,717,262.		
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .					

**For Paperwork Reduction Act Notice, see the instructions for Form 5471.**

**Schedule M (Form 5471) (Rev. 5-2001)**

**SCHEDULE O  
(Form 5471)**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service**Organization or Reorganization of Foreign  
Corporation, and Acquisitions and  
Dispositions of its Stock**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE AUSTRALIA PTY LTD

**Important:** Complete a separate Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

**Part II To Be Completed by U.S. Shareholders****Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A -- General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) share- holder last filed info. return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
W. R. GARCE & CO. COLUMBIA, MD 21044	1120	9/15/01	ATLANTA, GA	

**Section B -- U.S. Persons Who Are Officers or Directors of the Foreign Corporation**

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

**Section C -- Acquisition of Stock**

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule O (Form 5471) (Rev. 5-2001)

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Schedule O (Form 5471) (Rev. 5-2001)

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

**Section D -- Disposition of Stock**

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

  

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

**Section E -- Organization or Reorganization of Foreign Corporation**

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
W. R. GRACE & CO. - CONN. COLUMBIA, MD 21044	13-5114230	12/19/01

  

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	3,366,000.	3,366,000.	ORDINARY SHARES

**Section F -- Additional Information**

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see the instructions for an example).

000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE	174,207	89,377
OTHER INCOME	-66,550	-34,143
Total	107,657	55,234

000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	316,292	162,274
CHARITABLE DEDUCTIONS	1,364	700
ADVERTISING	188,023	96,465
GENERAL STATIONARY AND SU	139,841	71,745
TELEPHONE COMMUNICATIONS	1,406,003	721,350
OPERATING COSTS	1,234,713	633,470
UTILITIES	59,436	30,494
REPAIRS AND MAINTENANCE	54,971	28,203
INSURANCE	149,000	76,444
SERVICE CHARGES	567,762	291,290
EXPENSE TRANSFERS	7,132	3,659
AMORTIZATION CHARGES	519,682	266,623
OTHER DEDUCTIONS	618,779	317,465
INTER CORP. - OTHER EXP.	417,872	214,389
Total	5,680,870	2,914,571



♥ 000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

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Schedule F, line 4--- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	57,967	28,473
CURRENT DEFERRED TAXES	1,096,907	562,079
Total	1,154,874	590,552

000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	4,437,725	4,184,594
Total	4,437,725	4,184,594

000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	551,101	457,421
INCOME TAXES PAYABLE	671,443	363,488
ACCRUED CURRENT LIABILITY	1,743,423	1,503,151
DEFERRED INCOME	23,655	1
INTER CORPORATE BAL. WITH	629,232	502,898
-----	-----	-----
Total	3,618,854	2,826,959
	=====	=====

Statement 6  
65-0773649000818 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE AUSTRALIA PTY LTD

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	580,357	1,292,020
	-----	-----
Total	580,357	1,292,020
	=====	=====

**Statement Pursuant to Treasury Regulation § 1.351-3(b)**

**for**

**Grace Australia Pty. Ltd.**

**By**

**W. R. Grace & Co.**

**For the Year Ended December 31, 2001**

**EIN 65-0773649**

The following statement is submitted by W. R. Grace & Co. (the "Taxpayer") on behalf of its affiliate, Grace Australia Pty. Ltd., with respect to the December 19, 2001 transfer of cash of \$3,366,000 by W. R. Grace & Co. - Conn. ("Grace - Conn.") to Grace Australia Pty. Ltd.

**(1) Description of Property Received.**

On December 19, 2001, Grace Australia Pty. Ltd. received a contribution to its capital of \$3,366,000 from Grace - Conn.

**(2) Basis in the Hands of the Transferors.**

Grace-Conn.'s basis in the Grace Australia Pty. Ltd. interest as of the date of the transfer was \$3,366,000.

**(3) Capital Stock of Controlled Corporation.**

**(i) Total Issued and Outstanding Capital Stock Immediately Prior To and Immediately After the Exchange.**

Grace-Conn. owned 100 percent of the issued and outstanding stock of Grace Australia Pty. Ltd. both immediately prior to and immediately after the exchange. Grace Australia Pty. Ltd issued no shares pursuant to the transfer.

**(ii) Classes of Stock and Number of Shares Issued to Each Transferor, Number of Shares of Each Class Owned by Each Transferor Immediately Prior To and Immediately After the Exchange.**

Grace-Conn. owned 100 percent of the issued and outstanding stock of Grace Australia Pty. Ltd. both immediately prior to and immediately after the exchange. Grace Australia Pty. Ltd. issued no shares pursuant to the transfer.

(iii) Fair Market Value of the Capital Stock Issued to Each Transferor.

Grace Australia Pty. Ltd. issued no shares pursuant to the transfer.

(4) Description of Controlled Corporation Securities.

(i) Securities Outstanding Immediately Prior to and Immediately After the Exchange

Grace-Conn. owned 100 percent of the issued and outstanding stock of Grace Australia Pty. Ltd. both immediately prior to and immediately after the exchange.

(ii) Securities Issued to Transferor in the Exchange.

Grace Australia Pty. Ltd. issued no shares pursuant to the exchange.

(iii) Fair Market Value Per Share of Each Class at the Date of the Exchange.

N/A

(iv) Subordination of Securities Issued in the Exchange.

N/A

(5) Money Received.

Grace Australia Pty. Ltd. did not transfer any money in the exchange.

(6) Other Property Received.

Grace Australia Pty. Ltd. did not transfer any other property to Grace - Conn. in the exchange.

(7) Liabilities Assumed by the Controlled Corporation.

Grace Australia Pty. Ltd. did not assume any liabilities in the exchange.

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service

# **Information Return of U.S. Persons With Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

**File in Duplicate**  
(see **When and  
Where To File** in the  
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

**A Identifying number**

65-0773649

**B Category of filer (See instructions. Check applicable box(es)):**

1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

**C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period **100 %**

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

**1a Name and address of foreign corporation**

GRACE N.V. (BELGIUM)

MECHELSESTEENWEG 136

2018 ANTWERP, BELGIUM

**b Employer identification number, if any**

**c Country under whose laws incorporated**

BELGIUM

**d Date of incorporation**

10/12/64

**e Principal place of busn.**

BELGIUM

**f Principal business activity  
code number**

325900

**g Principal business activity**

OTHER CHEMICALS  
PRODUCT MFG

**h Functional currency**

EURO

**2 Provide the following information for the foreign corporation's accounting period stated above.**

**a Name, address, and identifying number of branch office or agent  
(if any) in the United States**  
NONE

**b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)

**c Name and address of foreign corporation's statutory or resident  
agent in country of incorporation**

**d Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different**

MARC A. HUYBRECHTS

HUYBRECHTS, ENGELS, CRAEN & PARTNERS

AMERIKALEI 73, 2000 ANTWERPEN 1, BELGIUM

## **Schedule A Stock of the Foreign Corporation**

### **Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	1,000	1,000

### **Part II — Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

**For Paperwork Reduction Act Notice, see the separate instructions.**

Form **5471** (Rev. 5-2001)

**Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)**

100

**Schedule C**      **Income Statement** (See the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a Gross receipts or sales . . . . .	1a	
	b Returns and allowances . . . . .	1b	
	c Subtract line 1b from line 1a . . . . .	1c	0. 0.
	2 Cost of goods sold . . . . .	2	
	3 Gross profit (subtract line 2 from line 1c). . . . .	3	0. 0.
	4 Dividends . . . . .	4	
	5 Interest . . . . .	5	316,849. 282,867.
	6 Gross rents, royalties, and license fees . . . . .	6	
	7 Net gain or (loss) on sale of capital assets . . . . .	7	
8 Other income (attach schedule) . . . . .	8	0. 0.	
9 Total income (add lines 3 through 8). . . . .	9	316,849. 282,867.	
D E D U C T I O N S	10 Compensation not deducted elsewhere . . . . .	10	226,676. 202,365.
	11 Rents, royalties, and license fees . . . . .	11	34,330. 30,648.
	12 Interest . . . . .	12	
	13 Depreciation not deducted elsewhere . . . . .	13	
	14 Depletion. . . . .	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes) . . . . .	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) . . . . . SEE STATEMENT 1 . . . . .	16	136,388. 121,760.
	17 Total deductions (add lines 10 through 16). . . . .	17	397,394. 354,773.
I N C O M E	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) . . . . .	18	-80,545. -71,906.
	19 Extraordinary items and prior period adjustments (see instructions) . . . . .	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions) . . . . .	20	
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20). . . . .	21	-80,545. -71,906.



Form 5471 (Rev. 5-2001)

Page 3

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 BELGIUM			0.
3			
4			
5			
6			
7			
8 Total			0.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		723,134.	301,682.
2a Trade notes and accounts receivable			
b Less allowance for bad debts		(-104,638.)	(-188,311.)
3 Inventories			
4 Other current assets (attach schedule)	SEE STATEMENT 2	3,462.	3,281.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 3	2,428,948.	2,302,433.
8a Buildings and other depreciable assets		6,272.	6,491.
b Less accumulated depreciation		(2,610.)	(2,474.)
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c			
12 Other assets (attach schedule)		0.	0.
13 Total assets		3,263,844.	2,799,724.
Liabilities and Stockholders' Equity			
14 Accounts payable		-1,399.	18,073.
15 Other current liabilities (attach schedule)	SEE STATEMENT 4	-13,511.	-238,251.
16 Loans from stockholders and other related persons		-9,201,659.	-8,722,377.
17 Other liabilities (attach schedule)	SEE STATEMENT 5	61,230.	41,054.
18 Capital stock:			
a Preferred stock			
b Common stock		115,400.	109,389.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		12,303,783.	11,591,836.
21 Less cost of treasury stock			
22 Total liabilities and stockholders' equity		3,263,844.	2,799,724.

Form 5471 (Rev. 5-2001)

Page 4

**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No  
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-37? ☐ Yes ☒ No  
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account.		<b>1</b>	-80,545.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
a Capital gains or losses	Net Additions	Net Subtractions	
b Depreciation and amortization			
c Depletion			
d Investment or incentive allowance			
e Charges to statutory reserves			
f Inventory adjustments			
g Taxes	0.	0.	
h Other (attach schedule)	0.		
3 Total net additions		0.	
4 Total net subtractions		0.	
5a Current earnings and profits (line 1 plus line 3 minus line 4)		<b>5a</b>	-80,545.
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		<b>5b</b>	
c Combine lines 5a and 5b		<b>5c</b>	-80,545.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).		<b>5d</b>	-71,907.
Enter exchange rate used for line 5d ▶			0.8927500

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1 Subpart F income (line 40b, Worksheet A in the instructions)	<b>1</b>	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	<b>2</b>	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	<b>3</b>	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	<b>4</b>	
5 Factoring income	<b>5</b>	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions	<b>6</b>	0.
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	<b>7</b>	
8 Exchange gain or (loss) on a distribution of previously taxed income.	<b>8</b>	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
  - Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE N.V. (BELGIUM)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	10,037,336.	1,826,012.				11,863,348.
<b>2a</b> Current year E&P						
<b>b</b> Current year deficit in E&P	80,545.					
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	9,956,791.	1,826,012.				
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	9,956,791.	1,826,012.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	9,956,791.	1,826,012.	0.	0.	0.	11,782,803.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

**SCHEDULE M**  
**(Form 5471)**  
 (Rev. May 2001)  
 Department of the Treasury  
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE N.V. (BELGIUM)

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Euro 0.8927500

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .					
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .					
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	0.	0.	0.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .					
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .					
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .					
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .					
<b>18</b> Add lines 10 through 17 . . . . .	0.	0.	0.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . .					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

♥ 000792 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE N.V. (BELGIUM)

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	2,535	2,263
GENERAL STATIONARY AND SU	9,728	8,685
TELEPHONE COMMUNICATIONS	46,855	41,830
UTILITIES	1,115	995
SERVICE CHARGES	76,155	67,987
Total	136,388	121,760

000792 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE N.V. (BELGIUM)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	3,462	3,281
Total	3,462	3,281

000792 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE N.V. (BELGIUM)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7.-- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS	2,405,698	2,280,394
MISCELLANEOUS INVESTMENTS	23,250	22,039
Total	2,428,948	2,302,433

000792 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE N.V. (BELGIUM)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	97,628	92,543
INCOME TAXES PAYABLE	340,894	41,848
ACCRUED CURRENT LIABILITIES	171,396	82,164
INTER CORPORATE BAL. WITH	-623,429	-454,806
	-----	-----
Total	-13,511	-238,251
	=====	=====



000792 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE N.V. (BELGIUM)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
RESERVES	61,230	41,054
	-----	-----
Total	61,230	41,054
	=====	=====

000725 09/03/2002

Form **5471**

(Rev. May 2001)

**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

OMB No. 1545-0704

**File in Duplicate**  
(see **When and  
Where To File** in the  
instructions)Department of the Treasury  
Internal Revenue ServiceInformation furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

**A Identifying number**

65-0773649

**B Category of filer (See instructions. Check applicable box(es)):**1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

GRACE SILICA N.V. (BELG.)

NIJVERHEIDSSTRAAT 5

2870 PUURS, BELGIUM

**b Employer identification number, if any****c Country under whose laws incorporated**  
BELGIUM**d Date of incorporation**

5/19/88

**e Principal place of busn.**

BELGIUM

**f Principal business activity  
code number**

551112

**g Principal business activity**  
OFFICES OF OTHER  
HOLDING COMPANIES**h Functional currency**  
Euro**2 Provide the following information for the foreign corporation's accounting period stated above.****a Name, address, and identifying number of branch office or agent  
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)**c Name and address of foreign corporation's statutory or resident  
agent in country of incorporation****d Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different**

R SPRANGERS

**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	1,250	1,250

**Part II -- Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

[illegible]

**Schedule C** **Income Statement** (See the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales . . . . .	1a	
	b Returns and allowances . . . . .	1b	
	c Subtract line 1b from line 1a . . . . .	1c	0 . 0 .
	2 Cost of goods sold . . . . .	2	
	3 Gross profit (subtract line 2 from line 1c) . . . . .	3	0 . 0 .
	4 Dividends . . . . .	4	
	5 Interest . . . . .	5	225,438 . 201,260 .
	6 Gross rents, royalties, and license fees . . . . .	6	
	7 Net gain or (loss) on sale of capital assets . . . . .	7	
8 Other income (attach schedule) . . . . .	8	0 . 0 .	
9 Total income (add lines 3 through 8) . . . . .	9	225,438 . 201,260 .	
DEDUCTIONS	10 Compensation not deducted elsewhere . . . . .	10	
	11 Rents, royalties, and license fees . . . . .	11	
	12 Interest . . . . .	12	
	13 Depreciation not deducted elsewhere . . . . .	13	
	14 Depletion . . . . .	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes) . . . . .	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) . . . . .	16	0 . 0 .
	17 Total deductions (add lines 10 through 16) . . . . .	17	0 . 0 .
NET INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) . . . . .	18	225,438 . 201,260 .
	19 Extraordinary items and prior period adjustments (see instructions) . . . . .	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions) . . . . .	20	90,176 . 80,505 .
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) . . . . .	21	135,262 . 120,755 .

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**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2			
3			
4			
5			
6			
7			
8 Total			0.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		48,005.	45,504.
2a Trade notes and accounts receivable			
b Less allowance for bad debts		( -68. )	( -64. )
3 Inventories			
4 Other current assets (attach schedule)		0.	0.
5 Loans to stockholders and other related persons		0.	
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets			
b Less accumulated depreciation		( )	( )
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		( )	( )
12 Other assets (attach schedule)		0.	0.
13 Total assets		48,073.	45,568.
Liabilities and Stockholders' Equity			
14 Accounts payable			
15 Other current liabilities (attach schedule)	SEE STATEMENT 1	-219,983.	-407,485.
16 Loans from stockholders and other related persons		-4,520,197.	-4,284,756.
17 Other liabilities (attach schedule)	SEE STATEMENT 2	11,934.	90,896.
18 Capital stock:			
a Preferred stock			
b Common stock		28,850.	27,348.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		4,747,469.	4,619,565.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		48,073.	45,568.

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Page 4

**Schedule G Other Information**

- Yes No
- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ ☒  
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ ☒
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ ☒  
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.		135,262.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	90,176.	
h	Other (attach schedule)	0.	0.
3	Total net additions	90,176.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		225,438.
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		
5c	Combine lines 5a and 5b		225,438.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).		201,260.
Enter exchange rate used for line 5d ▶			0.8927500

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)		
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)		
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)		
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)		
5	Factoring income		
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions		0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))		
8	Exchange gain or (loss) on a distribution of previously taxed income.		

- Yes No
- Was any income of the foreign corporation blocked? ☐ ☒
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ ☒

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J  
(Form 5471)**

(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE SILICA N.V. (BELG.)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	5,111,884.					5,111,884.
<b>2a</b> Current year E&P						
<b>b</b> Current year deficit in E&P	225,438.					
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	4,886,446.					
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	4,886,446.	0.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	4,886,446.	0.	0.	0.	0.	4,886,446.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

**SCHEDULE M  
(Form 5471)**

(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

Identifying number

W. R. GRACE & CO. & SUBSIDIARIES

65-0773649

Name of foreign corporation

GRACE SILICA N.V. (BELG.)

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Euro 0.8927500

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) .....					
<b>2</b> Sales of property rights (patents, trademarks, etc.) .....					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services .....					
<b>4</b> Commissions received .....					
<b>5</b> Rents, royalties, and license fees received .....					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) .....					
<b>7</b> Interest received .....			201,260.		
<b>8</b> Premiums received for insurance or reinsurance .....					
<b>9</b> Add lines 1 through 8 .....	0.	0.	201,260.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) .....					
<b>11</b> Purchases of tangible property other than stock in trade .....					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) .....					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services .....					
<b>14</b> Commissions paid .....					
<b>15</b> Rents, royalties, and license fees paid .....					
<b>16</b> Dividends paid .....					
<b>17</b> Interest paid .....					
<b>18</b> Add lines 10 through 17 .....	0.	0.	0.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...			4,284,756.		

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1  
65-0773649000725 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SILICA N.V. (BELG.)

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15--- Other Current Liabilities

Detail Description	Beginning	Ending
INTER CORPORATE BAL. WITH	-219,983	-407,485
Total	-219,983	-407,485



000725 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE SILICA N.V. (BELG.)

Statement 2  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	11,934	90,896
	-----	-----
Total	11,934	90,896
	=====	=====

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service

# **Information Return of U.S. Persons With Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File In Duplicate

(see When and  
Where To File in the  
instructions)

Name of person filing this return <b>W. R. GRACE &amp; CO. &amp; SUBSIDIARIES</b>		<b>A</b> Identifying number <b>65-0773649</b>
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) <b>5400 BROKEN SOUND BLVD. - SUITE 300</b>		<b>B</b> Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code <b>BOCA RATON, FL 33487</b>		<b>C</b> Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period <b>100%</b>
Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001		

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

<b>1a</b> Name and address of foreign corporation <b>GRACE BRASIL LTDA. AVENIDA PARANA, 4690 CAJURU DO SOL SOROCABA, BRAZIL</b>				<b>b</b> Employer identification number, if any	
				<b>c</b> Country under whose laws incorporated <b>BRAZIL</b>	
<b>d</b> Date of incorporation <b>11/21/95</b>	<b>e</b> Principal place of busn. <b>BRAZIL</b>	<b>f</b> Principal business activity code number <b>325900</b>	<b>g</b> Principal business activity <b>OTHER CHEMICAL PRODUCTS MFG</b>	<b>h</b> Functional currency <b>U.S. Dollar</b>	

**2** Provide the following information for the foreign corporation's accounting period stated above.

<b>a</b> Name, address, and identifying number of branch office or agent (if any) in the United States	<b>b</b> If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
<b>c</b> Name and address of foreign corporation's statutory or resident agent in country of incorporation	<b>d</b> Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different <b>MILTON MORENO</b>	

## **Schedule A Stock of the Foreign Corporation**

### **Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
QUOTAS	100,202	100,202

### **Part II — Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

GRACE BRASIL LTDA.

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)				
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
W.R. GRACE & CO., - CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044	QUOTAS	100,201	100,201	
* A Wholly Owned Domestic Subsidiary of W.R. Grace & Co.				

**Schedule C** **Income Statement** (See the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

column. See instructions for special rules for S corporations.

		Functional Currency	U.S. Dollars
INCOME	<b>1a</b> Gross receipts or sales . . . . .	<b>1a</b> 0.	15,761,908.
	<b>b</b> Returns and allowances . . . . .	<b>1b</b> 0.	359,443.
	<b>c</b> Subtract line 1b from line 1a . . . . .	<b>1c</b> 0.	15,402,465.
	<b>2</b> Cost of goods sold . . . . .	<b>2</b> 0.	10,396,336.
	<b>3</b> Gross profit (subtract line 2 from line 1c) . . . . .	<b>3</b> 0.	5,006,129.
	<b>4</b> Dividends . . . . .	<b>4</b>	
	<b>5</b> Interest . . . . .	<b>5</b> 0.	-1,724,570.
	<b>6</b> Gross rents, royalties, and license fees . . . . .	<b>6</b>	
	<b>7</b> Net gain or (loss) on sale of capital assets . . . . .	<b>7</b>	
<b>8</b> Other income (attach schedule) . . . . . SEE STATEMENT 1 . . . . .	<b>8</b> 0.	-534,387.	
<b>9</b> Total income (add lines 3 through 8) . . . . .	<b>9</b> 0.	2,747,172.	
DEDUCTIONS	<b>10</b> Compensation not deducted elsewhere . . . . .	<b>10</b> 0.	2,311,990.
	<b>11</b> Rents, royalties, and license fees . . . . .	<b>11</b> 0.	231,114.
	<b>12</b> Interest . . . . .	<b>12</b> 0.	4,227.
	<b>13</b> Depreciation not deducted elsewhere . . . . .	<b>13</b> 0.	625,258.
	<b>14</b> Depletion . . . . .	<b>14</b>	
	<b>15</b> Taxes (exclude provision for income, war profits, and excess profits taxes) . . . . .	<b>15</b> 0.	89,644.
	<b>16</b> Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) . . . . . SEE STATEMENT 2 . . . . .	<b>16</b> 0.	2,940,975.
	<b>17</b> Total deductions (add lines 10 through 16) . . . . .	<b>17</b> 0.	6,203,208.
INCOME	<b>18</b> Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) . . . . .	<b>18</b> 0.	-3,456,036.
	<b>19</b> Extraordinary items and prior period adjustments (see instructions) . . . . .	<b>19</b>	
	<b>20</b> Provision for income, war profits, and excess profits taxes (see instructions) . . . . .	<b>20</b>	
	<b>21</b> Current year net income or (loss) per books (line 18 plus line 19 minus line 20) . . . . .	<b>21</b> 0.	-3,456,036.